RECORDATION NO 2098/FILED

'97 NNV 6

2-30 PM

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964) ALVORD AND ALVORD ATTORNEYS AT LAW 918 SIXTEENTH STREET, N.W. SUITE 200 WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL URBAN A. LESTER

FAX (202) 393-2156

November 6, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

18509-K

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Trust Indenture and Security Agreement, dated as of November 6, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to certain railroad equipment previously filed with the Commission/Board under the Recordation Numbers on the schedule attached hereto. Please file the Memorandum under a new primary Recordation Number and cross-index it under the Recordation Numbers on the attached schedule.

The names and addresses of the parties to the enclosed document are:

Grantor:

Wilmington Trust Company, as Owner Trustee

under PBG Equipment Trust Agreement

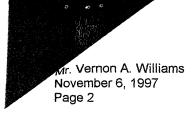
1100 North Market Street Wilmington, Delaware 19890

Indenture Trustee:

The First National Bank of Chicago

One First National Plaza Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Memorandum.



Also enclosed is a check in the amount of \$552.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fees.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg Enclosures

D ,	RECORDA	TION NO. <i>JO</i> .	98/FILED	RECORDATION NO.	15856-C
2-30 PM	NOV 6		2-30PM	NOV 6 '97	2-30PM
Riegse index under the following Recordation Numbers					
ATION NO. 1770 FILED	S			RECORDATION NO.	0/16-C
RECOMMATION NO. 1843 FILED B	2-30PM	15493-[2-30PM
	5	15856-0		NOV 6 '97	
NOV 6 '97 2-3UPM R	7	16116-0		1	6320-C
RECORDATION IN 1850 FILED	16.	16370-0		RECORDATION NO. 2	6370-C
RECORDATION NO. 18501 FILED	NOV 6	16696-0		NNV 6 '97	2-30 PM
NNV 6 '97 2-3UPM		16722-			
RECORDATION NO. 1863 PREDD		17040-0		RECORDATION NO. /	166 GG FILED
		17583-[NOV 6 '97	2-30PM
NOV 6 '97 2-30PM		17635-			
RECORDATION NO. 1937 FILED		17643-[RECORDATION NO	672FILED
NOV 6 '97 2-30 PM		17892-V 17942-		NOV 6 '97	2-30PM
141/2		17978-I		A THUY	
RECORDATION NO. 193 FILEU - F		18452-I		RECORDATION NO.	1.70年
NOV 5 '97 2-30 PM	(·	18509-1	-X.,	NOV 6 '97	2-30PM
"RECORDATION NO. 195 FILED	(18633-I			-03 B
Mane		19321-		RECORDATION NO.	25 ALED -
Min o		19370-		NOV 6 '97	2-30 PM
RECORDATION NO. 26 CH-13		19586-1		MOV -	- R
NNV 6 '97 2-30 PM		19604-1	В	RECORDATION NO	17636
10015 F		19815-	Ē	NAV 6 '97	2-30 PM
RECORDATION NO. 148/3	•	20339-1	В		
NOV 6 197 2-30 PM C. B		20340-1	B	RECORDATION NO.	1764 FILED
an 339 TECORDAT	TON NO. <u>/</u>	1994.2 FILED	, —	พกง 6 '97	2-30PM
RECORDATION NO. FILED FILED 6	'9 7	2-301	MRECORDATION		1
nnu 6 '97 2-30 PM				'97 2-30P M	
			iafik ∩	2, 6, UV 1 181	
				1 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	and the second of the second o

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENTON NO Momorandum of Trust Indenture and Security Agreement, made and entered into 2-30 PM as of November 6, 1997, between WILMINGTON TRUST COMPANY, Grantor, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement, dated as of November \perp , 1997, and THE FIRST NATIONAL BANK OF CHICAGO, Indenture Trustee. WITNESSETH: The undersigned have entered into that certain Trust Indenture and Security Agreement (the "Trust Indenture"), dated as of November ____, 1997, by which the Grantor has granted a security interest in certain railcars bearing reporting marks and road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Grantor's performance of its obligations as described in the Trust Indenture. IN WITNESS WHEREOF, the parties hereunto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written. WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement Ву Name: Title:

> By_ Name: Title:

THE FIRST NATIONAL BANK OF CHICAGO